

QUARTERLY STATEMENT

OF THE

OMNICARE HEALTH PLAN, INC.

of **MEMPHIS**

in the state of **TENNESSEE**

TO THE

Insurance Department

OF THE

STATE OF TENNESSEE

FOR THE QUARTER ENDED

March 31, 2003

HEALTH

2003



00000200320100101

HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2003
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan Inc

NAIC Group Code

0000

(Current Period)

0000

(Prior Period)

NAIC Company Code

00000

Employer's ID Number

62-1547197

Organized under the Laws of

TN

, State of Domicile or Port of Entry

TN

Country of Domicile

US

Licensed as business type:

Life, Accident & Health

[]

Property/Casualty

[]

Hospital, Medical & Dental Service or Indemnity

[]

Dental Service Corporation

[]

Vision Service Corporation

[]

Health Maintenance Organization

[X]

Other

[]

Is HMO Federally Qualified?

YES []

NO [X]

Date Incorporated or Organized:

October 6, 1993

Date Commenced Business:

January 3, 1994

Statutory Home Office:

1991 Corporate Avenue, 4th Floor

Memphis, TN

38132

Main Administrative Office:

1991 Corporate Avenue, 4th Floor

Memphis, TN

38132

901-346-0064

Mail Address:

1991 Corporate Avenue, 4th Floor

Memphis, TN

38132

Primary Location of Books and Records:

1991 Corporate Avenue, 4th Floor

Memphis, TN

38132

901-346-0064

Internet Website Address:

www.ochptn.com

Statutory Statement Contact:

Lorenzo Harris

901-346-0064

00000

lharris@ochptn.com

901-346-1032

(E-Mail Address)

(Fax Number)

Policyowner Relations Contact:

1991 Corporate Avenue, 4th Floor

Memphis, TN

38132

901-346-0064

00000

OFFICERS

President:

Osbie Howard

Secretary:

Marsha Lynn Robinson

Chief Financial Officer:

Lorenzo Harris

Vice-Presidents

Edward W. Reed, M.D.	Stephanie Dowell	Brigette Green	# Myla Johnson
# Stacey Hill			

DIRECTORS OR TRUSTEES

Alvin King	Julius V. Combs, M.D.	Rebecca Clark	William Brooks
Samuel King	Frank Banks	Beverly Williams-Cleaves, M.D.	Thomas J. Marzette
Charles Carpenter			

State of TN
County of Shelby ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that : (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)

Osbie Howard

(Printed Name)

President

(Signature)

Marsha Lynn Robinson

(Printed Name)

Secretary

(Signature)

Lorenzo Harris

(Printed Name)

Chief Financial Officer

Subscribed and sworn to before me this

30th

day of

May

, 2003

a. Is this an original filing?

YES [X] NO []

b. If no:

1. State the amendment number

2. Date filed

05/30/2003

3. Number of pages attached

NOTARY PUBLIC (Seal)

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1. Bonds	3,135,954		3,135,954	3,121,523
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 2,531,534) and short-term investments (\$ 0)	2,531,534		2,531,534	2,154,965
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets				
8. Receivable for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	5,667,488		5,667,488	5,276,488
11. Investment income due and accrued	60,680		60,680	67,548
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	2,375,713		2,375,713	3,188,082
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers				
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts				
14. Amounts receivable relating to uninsured plans				
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset	250,340	250,340		
16. Guaranty funds receivable or on deposit				
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$ 0)				
19. Net adjustment in assets and liabilities due to foreign exchange rates				
20. Receivable from parent, subsidiaries and affiliates	55,027		55,027	275,000
21. Health care (\$ 1,150,000) and other amounts receivable	1,150,000		1,150,000	1,537,829
22. Other assets nonadmitted				
23. Aggregate write-ins for other than invested assets				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	9,559,248	250,340	9,308,908	10,344,947
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	9,559,248	250,340	9,308,908	10,344,947

DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	396,386		396,386	1,076,691
2. Accrued medical incentive pool and bonus payments				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued				
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))	13,200		13,200	580
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$ 0 current) and interest thereon \$ 0 (including \$ 0 current)				
15. Amounts due to parent, subsidiaries and affiliates				31,197
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$ 0 authorized reinsurers and \$ 0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured accident and health plans				
21. Aggregate write-ins for other liabilities (including \$ 1,838,313 current)	1,838,313		1,838,313	2,152,348
22. Total liabilities (Lines 1 to 21)	2,247,899		2,247,899	3,260,816
23. Common capital stock	X X X	X X X	200,000	200,000
24. Preferred capital stock	X X X	X X X	12,550,000	12,550,000
25. Gross paid in and contributed surplus	X X X	X X X		
26. Surplus notes	X X X	X X X		
27. Aggregate write-ins for other than special surplus funds	X X X	X X X		
28. Unassigned funds (surplus)	X X X	X X X	(5,688,992)	(5,665,869)
29. Less treasury stock, at cost:				
29.1 0 shares common (value included in Line 23 \$ 0)	X X X	X X X		
29.2 0 shares preferred (value included in Line 24 \$ 0)	X X X	X X X		
30. Total capital and surplus (Lines 23 to 28 less 29)	X X X	X X X	7,061,008	7,084,131
31. Total liabilities, capital and surplus (Lines 22 and 30)	X X X	X X X	9,308,907	10,344,947

DETAILS OF WRITE-INS				
2101. Premium Tax Payable	1,023,114		1,023,114	1,337,149
2102. Overpayment from State of Tennessee	815,199		815,199	815,199
2103.				
2198. Summary of write-ins for Line 21 from overflow page				
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	1,838,313		1,838,313	2,152,348
2701.	X X X	X X X		
2702.	X X X	X X X		
2703.	X X X	X X X		
2798. Summary of write-ins for Line 27 from overflow page	X X X	X X X		
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year To Date
	1	2	3
	Uncovered	Total	Total
1. Member Months	X X X	334,243	1,377,079
2. Net premium income (including \$ 0 non-health premium income)	X X X	98,341	101,265,990
3. Change in unearned premium reserves and reserve for rate credits	X X X		
4. Fee-for-service (net of \$ 0 medical expenses)	X X X		
5. Risk revenue	X X X		
6. Aggregate write-ins for other health care related revenues	X X X	3,821,319	9,567,548
7. Aggregate write-ins for other non-health care revenues	X X X		
8. Total revenues (Lines 2 to 7)	X X X	3,919,660	110,833,538
Hospital and Medical:			
9. Hospital/medical benefits			61,874,046
10. Other professional services			2,875,613
11. Outside referrals			
12. Emergency room and out-of-area			10,211,130
13. Prescription drugs			14,692,948
14. Aggregate write-ins for other hospital and medical			4,020,499
15. Incentive pool,withhold adjustments, and bonus amounts			
16. Subtotal (Lines 9 to 15)			93,674,236
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Lines 16 minus 17)			93,674,236
19. Non-health claims			
20. Claims adjustment expenses		1,293,619	5,821,754
21. General administrative expenses		2,682,782	12,359,491
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)			
23. Total underwriting deductions (Lines 18 through 22)		3,976,401	111,855,481
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(56,741)	(1,021,943)
25. Net investment income earned		38,308	444,291
26. Net realized capital gains or (losses)			
27. Net investment gains or (losses) (Lines 25 plus 26)		38,308	444,291
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]			
29. Aggregate write-ins for other income or expenses			
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(18,433)	(577,652)
31. Federal and foreign income taxes incurred	X X X	(127,300)	1,309,400
32. Net income (loss) (Lines 30 minus 31)	X X X	108,867	(1,887,052)

DETAILS OF WRITE-INS			
0601. Pharmacy Rebates	X X X	226,847	1,005,989
0602. Fixed Administrative Revenue from State	X X X	3,416,691	7,783,041
0603. Miscellaneous Revenue	X X X	177,781	628,296
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X		150,222
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	3,821,319	9,567,548
0701.	X X X		
0702.	X X X		
0703.	X X X		
0798. Summary of remaining write-ins for Line 07 from overflow page	X X X		
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401. Durable Medical Equipment			1,402,214
1402. Transportation			2,618,285
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)			4,020,499
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2
	Current Year	Prior Year
	To Date	
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting period	7,084,131	7,127,243
GAINS AND LOSSES TO CAPITAL & SURPLUS		
34. Net income or (loss) from Line 32	108,867	(1,887,052)
35. Change in valuation basis of aggregate policy and claim reserves		
36. Net unrealized capital gains and losses	7,511	7,382
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets	(139,500)	1,836,558
40. Change in unauthorized reinsurance		
41. Change in treasury stock		
42. Change in surplus notes		
43. Cumulative effect of changes in accounting principles		
44. Capital Changes:		
44.1 Paid in		
44.2 Transferred from surplus (Stock Dividend)		
44.3 Transferred to surplus		
45. Surplus adjustments:		
45.1 Paid in		
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders		
47. Aggregate write-ins for gains or (losses) in surplus		
48. Net change in capital and surplus (Lines 34 to 47)	(23,122)	(43,112)
49. Capital and surplus end of reporting period (Line 33 plus 48)	7,061,009	7,084,131

DETAILS OF WRITE-INS		
4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page		
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

Cash from Operations	1 Current Year to Date	2 Prior Year Ended December 31
1. Premiums collected net of reinsurance	910,710	99,217,950
2. Net investment income	45,176	470,262
3. Miscellaneous income	3,821,319	9,567,548
4. Total (Lines 1 through 3)	4,777,205	109,255,760
5. Benefit and loss related payments		
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	4,656,694	128,855,930
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) \$ 0 net tax on capital gains (losses)	(139,920)	1,375,820
10. Total (Lines 5 through 9)	4,516,774	130,231,750
11. Net cash from operations (Line 4 minus Line 10)	260,431	(20,975,990)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,400,824	11,855,353
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,400,824	11,855,353
13. Cost of investments acquired (long-term only):		
13.1 Bonds	1,406,756	13,151,727
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	1,000	7,768
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,407,756	13,159,495
14. Net increase (decrease) in policy loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(6,932)	(1,304,142)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds received	188,776	104,116
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	(65,706)	2,839,381
17. Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus 16.6)	123,070	2,943,497
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Line 15, plus Line 17)	376,569	(19,336,635)
19. Cash and short-term investments:		
19.1 Beginning of year	2,154,965	21,491,600
19.2 End of period (Line 18 plus Line 19.1)	2,531,534	2,154,965

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	114,544								114,544				
2. First Quarter	112,250								112,250				
3. Second Quarter													
4. Third Quarter													
5. Current Year	112,250								112,250				
6. Current Year Member Months	334,243								334,243				
Total Member Ambulatory Encounters for Period:													
7. Physician	216,777								216,777				
8. Non-Physician	31,465								31,465				
9. Total	248,242								248,242				
10. Hospital Patient Days Incurred	13,373								13,373				
11. Number of Inpatient Admissions	2,495								2,495				
12. Health Premiums Collected	776,671								776,671				
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	98,341								98,341				
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	680,305								680,305				
18. Amount Incurred for Provision of Health Care Services													

CLAIMS PAYABLE (Reported and Unreported)

Aging Analysis of Unpaid Claims

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan Premiums						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	680,305		396,386		1,076,691	1,076,691
8. Other health						
9. Health subtotal (Lines 1 to 8)	680,305		396,386		1,076,691	1,076,691
10. Other non-health						
11. Medical Incentive pools, accruals and disbursements						
12. Totals	680,305		396,386		1,076,691	1,076,691

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of OmniCare Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance.

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance law. The National Association of Insurance Commissions' (the "NAIC") *Accounting Practices and Procedures* manual, version effective January 1, 2001 ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Tennessee.

There are no reconciling items between the Company's net income and capital and surplus between NAIC SAP practices prescribed and permitted by the state of Tennessee.

2. Accounting Changes and Correction of Errors

None.

9. Income Taxes

The Company has a net operating loss carry-forward for tax purposes of approximately \$6,900,000 at 12/31/02 and \$6,200,000 at 03/31/03 which expires between 2011 and 2021.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes [☐] No [☒]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 3.2 If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended .
4. Have there been any substantial changes in the organizational chart since the prior quarter end?

If yes, attach an explanation.

Yes [☐] No [☒]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes [☐] No [☒] N/A [☐]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made .

06/30/2000
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity . This date should be the date of the examined balance sheet and not the date the report was completed or released.

09/07/2001
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/07/2001
- 7.4 By what department or departments? State of Tennessee

Department of Commerce & Insurance

TennCare Division
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes [☐] No [☒]
- 8.2 If yes, give full information
- 9.1 Is the company of a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities and Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

GENERAL INTERROGATORIES (Continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

INVESTMENT

- 10.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes [☐] No [☒]
- 10.2

If yes, explain
- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [☐] No [☒]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [☐] No [☒]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Statement Value	Current Quarter Statement Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgages, Loans or Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$	\$
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [☐] No [☒]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [☐] No [☒]
16.

Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [☒] No [☐]
- 16.1

For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following :

1	2
Name of Custodian(s)	Custodian Address
AmSouth Capital Markets	315 Deaderick Street, Nashville, TN 37237

- 16.2

For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 16.3

Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [☐] No [☒]
- 16.4

If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 16.5

Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address

NONE Schedule A, B, BA and D Verification

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book / Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book / Adjusted Carrying Value End of First Quarter	6 Book / Adjusted Carrying Value End of Second Quarter	7 Book / Adjusted Carrying Value End of Third Quarter	8 Book / Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	3,121,523	1,406,756	1,400,824	8,499	3,135,954			3,121,523
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	3,121,523	1,406,756	1,400,824	8,499	3,135,954			3,121,523
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	3,121,523	1,406,756	1,400,824	8,499	3,135,954			3,121,523

NONE	Schedule DA - Parts 1 and 2
NONE	Schedule DB - Part F - Section 1
NONE	Schedule DB - Part F - Section 2
NONE	Schedule S

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

		1	2	Direct Business Only Year to Date					
				3	4	5	6	7	8
State, Etc.		Guaranty Fund (Yes or No)	Is Insurer Licensed (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Deposit-Type Contract Funds	Property/ Casualty Premiums
1.	Alabama	AL	NO						
2.	Alaska	AK	NO						
3.	Arizona	AZ	NO						
4.	Arkansas	AR	NO						
5.	California	CA	NO						
6.	Colorado	CO	NO						
7.	Connecticut	CT	NO						
8.	Delaware	DE	NO						
9.	Dist. Columbia	DC	NO						
10.	Florida	FL	NO						
11.	Georgia	GA	NO						
12.	Hawaii	HI	NO						
13.	Idaho	ID	NO						
14.	Illinois	IL	NO						
15.	Indiana	IN	NO						
16.	Iowa	IA	NO						
17.	Kansas	KS	NO						
18.	Kentucky	KY	NO						
19.	Louisiana	LA	NO						
20.	Maine	ME	NO						
21.	Maryland	MD	NO						
22.	Massachusetts	MA	NO						
23.	Michigan	MI	NO						
24.	Minnesota	MN	NO						
25.	Mississippi	MS	NO						
26.	Missouri	MO	NO						
27.	Montana	MT	NO						
28.	Nebraska	NE	NO						
29.	Nevada	NV	NO						
30.	New Hampshire	NH	NO						
31.	New Jersey	NJ	NO						
32.	New Mexico	NM	NO						
33.	New York	NY	NO						
34.	North Carolina	NC	NO						
35.	North Dakota	ND	NO						
36.	Ohio	OH	NO						
37.	Oklahoma	OK	NO						
38.	Oregon	OR	NO						
39.	Pennsylvania	PA	NO						
40.	Rhode Island	RI	NO						
41.	South Carolina	SC	NO						
42.	South Dakota	SD	NO						
43.	Tennessee	TN	NO			98,341			
44.	Texas	TX	NO						
45.	Utah	UT	NO						
46.	Vermont	VT	NO						
47.	Virginia	VA	NO						
48.	Washington	WA	NO						
49.	West Virginia	WV	NO						
50.	Wisconsin	WI	NO						
51.	Wyoming	WY	NO						
52.	American Samoa	AS	NO						
53.	Guam	GU	NO						
54.	Puerto Rico	PR	NO						
55.	U.S. Virgin Islands	VI	NO						
56.	Canada	CN	NO						
57.	Aggregate Other Alien	OT	X X X						
58.	Total (Direct Business)	X X X	(a) 1			98,341			

DETAILS OF WRITE-INS						
5701.						
5702.						
5703.						
5798. Summary of remaining write-ins for Line 57 from overflow page						
5799. Totals (Lines 5701 through 5703 plus 5798) (Line 57 above)						

(a) Insert the number of yes responses except for Canada and other Alien.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the SVO Compliance Certification be filed with this statement?

YES

EXPLANATION:

BAR CODE:

OVERFLOW PAGE FOR WRITE-INS

Page 4 - Continuation

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year To Date
	1	2	3
	Uncovered	Total	Total

REMAINING WRITE-INS AGGREGATED AT LINE 06 FOR OTHER HEALTH CARE RELATED REVENUES

0604. Premium Tax Revenue from State	XXX		150,222
0605.	XXX		
0606.	XXX		
0607.	XXX		
0608.	XXX		
0609.	XXX		
0610.	XXX		
0611.	XXX		
0612.	XXX		
0613.	XXX		
0614.	XXX		
0615.	XXX		
0616.	XXX		
0617.	XXX		
0618.	XXX		
0619.	XXX		
0620.	XXX		
0621.	XXX		
0622.	XXX		
0623.	XXX		
0624.	XXX		
0625.	XXX		
0697. Totals (Lines 0604 through 0625) (Page 4, Line 0698)	XXX		150,222

REMAINING WRITE-INS AGGREGATED AT LINE 07 FOR OTHER NON-HEALTH CARE REVENUES

0704.	XXX		
0705.	XXX		
0706.	XXX		
0707.	XXX		
0708.	XXX		
0709.	XXX		
0710.	XXX		
0711.	XXX		
0712.	XXX		
0713.	XXX		
0714.	XXX		
0715.	XXX		
0716.	XXX		
0717.	XXX		
0718.	XXX		
0719.	XXX		
0720.	XXX		
0721.	XXX		
0722.	XXX		
0723.	XXX		
0724.	XXX		
0725.	XXX		
0797. Totals (Lines 0704 through 0725) (Page , Line 0798)	XXX		

NONE	Schedule A - Part 2 and 3
NONE	Schedule B - Part 1 and 2
NONE	Schedule BA - Part 1 and 2

SCHEDULE D - PART 3

Showing all Long-term Bonds and Stock Acquired by the Company During the Current Quarter

[illegible]

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues	0
--	---

NONE Schedule DB - Part A and B - Section 1

NONE Schedule DB - Part C and D - Section 1



OmniCare Health Plan Inc

00000

00000200347000101

Company Name

NAIC Code

SVO COMPLIANCE CERTIFICATION

“The undersigned is an officer of the insurer responsible for reporting investments to the SVO and/or with making all filings with appropriate state regulatory officials and the NAIC and is therefore required to be familiar with the requirements of such filings. The undersigned officer certifies that, to the best of his or her knowledge, information, and belief, all prices or NAIC designations for the securities reported in this statement have been obtained directly from the SVO except as specifically identified below. The officer further certifies that, to the best of his or her knowledge, information, and belief, since the last filing of a quarterly or annual statement:

- 1. All securities previously valued by the insurer and identified by a Z suffix have now been submitted to the SVO for a valuation or disposed of by sale or otherwise with the result that all prices and NAIC Designations reported in this statement have been provided by the SVO, except for provisionally exempt securities and new purchases identified in Schedule D and DA with a Z suffix or items submitted but not yet processed by the SVO.
- 2. Any newly purchased securities now identified with a Z suffix will be submitted to the SVO within 120 days of purchase.
- 3. All necessary information on securities that have been previously designated NR (not rated due to lack of current information) by the SVO have either been submitted to the SVO by the insurer for a valuation or disposed of by the insurer.
- 4. All material issuer events (as defined below) have been reported to the SVO."

A material issuer event is a generic or transaction specific credit event of which the insurer is currently aware that, by its nature would signify to a reasonably prudent insurer that a material change in the credit quality or price of the investment or security has occurred.

As an illustration, and not by way of limitation, the following shall be deemed to constitute material issuer events:

- a. Recapitalizations or capital restructuring whether within or without Chapter 11 of the U.S. Bankruptcy Code;
- b. Nonpayment, deferral, or payment in kind through waiver of any principal or contractual interest payment;
- c. Any change in the maturity of a security;
- d. Changes in the lender's collateral position, including releases of collateral, or the taking of a collateral position whether by operation of negative pledge covenant or otherwise;
- e. Events of a like character or of a like effect which would be considered material to an investment professional.
- f. Exceptions _____

Lorenzo Harris
Name of Investment Officer

Signature of Investment Officer
Chief Financial Officer
Title of Signatory

05/30/2003
Date

Statement as of March 31, 2003 of the OmniCare Health Plan, Inc.

EXHIBIT 3 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

**E
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9**

Statement as of March 31, 2003 of the OmniCare Health Plan, Inc.

EXHIBIT 4 - HEALTH CARE RECEIVABLES

[illegible]

**E
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0**

Statement as of March 31, 2003 of the OmniCare Health Plan, Inc.

EXHIBIT 6 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

**E
1
1**

REPORT #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSE

Statement as of March 31, 2003 of OmniCare Health Plan, Inc.

	Current Period	Current Year to Date	Prior Calendar Year
MEMBER MONTHS	334,243	334,243	1,377,079
REVENUES:			
1. TennCare Capitation	47,848,926	47,848,926	176,985,956
2. Investment	40,675	40,675	467,025
3. Other Revenue (Provide detail)	4,846,631	4,846,631	11,231,708
4. TOTAL REVENUES (Lines 1 to 3)	52,736,231	52,736,231	188,684,690
EXPENSES:			
Medical and Hospital Services			
5. Capitated Physician Services	1,763,737	1,763,737	7,377,732
6. Fee-for-Service Physician Services	3,909,907	3,909,907	13,284,668
7. Inpatient Hospital Services	12,439,382	12,439,382	47,770,625
8. Outpatient Services	9,739,845	9,739,845	28,043,989
9. Emergency Room Services	2,602,182	2,602,182	14,561,705
10. Mental Health Services	-	-	2,850
11. Dental Services	7,792	7,792	3,384,478
12. Vision Services	326,642	326,642	1,172,736
13. Pharmacy Services	8,064,515	8,064,515	30,359,998
14. Home Health Services	307,710	307,710	643,960
15. Chiropractic Services	-	-	-
16. Radiology Services	858,534	858,534	2,945,326
17. Laboratory Services	463,700	463,700	2,310,583
18. Durable Medical Equipment Services	1,005,992	1,005,992	2,601,889
19. Transportation Services	1,499,053	1,499,053	4,748,585
20. Outside Referrals	-	-	-
21. Medical Incentive Pool and Withhold Adjustments	-	-	-
22. Occupancy, Depreciation, and Amortization	-	-	-
23. Other Medical and Hospital Services (Provide detail)	4,551,577	4,551,577	9,568,395
24. Subtotal (Lines 5 to 23)	47,540,569	47,540,569	168,777,520
25. Reinsurance Expenses Net of Recoveries	254,025	254,025	697,308
LESS:		-	
26. Copayments	-	-	-
27. Subrogation	-	-	-
28. Coordination of Benefits	(41,642)	(41,642)	(57,892)
29. Subtotal (Lines 26 to 28)	(41,642)	(41,642)	(57,892)
30. TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	47,752,952	47,752,952	169,416,935
Administration:			
31. Compensation	1,298,261	1,298,261	5,664,330
32. Marketing	15,899	15,899	53,051
33. Interest Expense	-	-	-
34. Premium Tax Expense	1,025,312	1,025,312	3,695,380
35. Occupancy, Depreciation and Amortization	185,296	185,296	822,551
36. Other Administration (Provide detail)	2,349,646	2,349,646	10,919,495
37. TOTAL ADMINISTRATION (Lines 31 thru 36)	4,874,413	4,874,413	21,154,806
38. TOTAL EXPENSES (Lines 30 and 37)	52,627,365	52,627,365	190,571,741
39. NET INCOME (LOSS) (Line 4 less 38)	108,866	108,866	(1,887,051)

REPORT #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSE (DETAIL)
Statement as of March 31, 2003 of OmniCare Health Plan, Inc.

<u>Line 3 - Other Revenue</u>	Current Period	Current Year to Date	Prior Year
Pharmacy Rebates	\$226,847	\$226,847	\$1,005,989
Administrative Fee Revenue from State	3,416,691	3,416,691	7,783,041
Revenue from State for Premium Tax	1,025,312	1,025,312	1,814,383
Miscellaneous Revenue	177,781	177,781	628,296
Total	\$4,846,631	\$4,846,631	\$11,231,708

Line 23 - Other Medical and Hospital Services

Other Referral/Specialist Services	\$4,551,577	\$4,551,577	\$9,552,532
Physical Therapy	-	-	15,863
Total	\$4,551,577	\$4,551,577	\$9,568,395

Line 36 - Other Administration

Accounting Services	\$7,316	\$7,316	\$108,563
Legal Services	25,297	25,297	115,136
Professional Services	946,402	946,402	4,097,400
Board of Directors' Meetings	21,900	21,900	80,867
Bank Charges	213	213	9,418
Administrative Expenses	177,328	177,328	1,031,423
Consumables	99,149	99,149	513,325
Travel & Entertainment	24,843	24,843	145,750
Other Unassigned	681,782	681,782	2,023,817
Miscellaneous Expense	58,516	58,516	145,279
Provision for Income Taxes	(127,300)	(127,300)	1,309,400
Provision for Income Taxes of Mgmt company	434,200	434,200	1,339,119
Total	\$2,349,646	\$2,349,646	\$10,919,495

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

